

HEARING DATE AND TIME: JULY 22, 2010 AT 10:00 A.M. (EST)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____	:	
IN RE:	:	
	:	
DELPHI CORPORATION, ET AL.	:	CHAPTER 11
	:	
DEBTORS.	:	CASE No. 05-44481 (RDD)
	:	
	:	
_____	:	(JOINTLY ADMINISTERED)
	:	
DELPHI CORPORATION, <i>ET AL.</i>	:	ADVERSARY PROCEEDING NO.
	:	07-02539
PLAINTIFFS,	:	
	:	
-AGAINST-	:	
	:	
VANGUARD DISTRIBUTORS, INC.,	:	
	:	
DEFENDANT.	:	
_____	X	

**JOINDER OF VANGUARD DISTRIBUTORS, INC. IN FURTHER SUPPORT OF
MOTION FOR ORDER (I) VACATING CERTAIN PRIOR ORDERS; AND (II)
DISMISSING THE ADVERSARY PROCEEDING WITH PREJUDICE**

Vanguard Distributors, Inc. (“Vanguard”), by and through its undersigned counsel, files this Joinder in further support of its pending motion, dated May 14, 2010, to vacate certain of the Court’s prior orders and dismiss the above-referenced Adversary Proceeding.

Many other motions and supporting memoranda have been filed by Defendants in similarly situated avoidance actions containing much of the same background facts. These motions seek the dismissal of the avoidance complaints on a range of legal grounds. Vanguard adopts and incorporates all applicable arguments interposed by all other avoidance Defendants in their pending motions to dismiss their respective complaints and joins in any and all reply memoranda in further support of the motions to dismiss and in response to the Reorganized Debtors’ Omnibus Response, including the lead briefs filed by (i) Affinia Group Holdings, Inc., *et al.* (Adv. Pro. Nos. 07-02198, 07-02328, 07-02484 and 07-02534); (ii) HP Enterprise Services, LLC *et al.* (Adv. Pro. No. 02262); (iii) Wagner-Smith Company (Adv. Pro. No. 07-02581); and (iv) Johnson Controls, *et al.* (Adv. Pro. No. 07-2348).

Vanguard respectfully requests an Order (i) pursuant to Fed.R.Civ.P. 12(b) and Fed.R.Bankr.P. 7012(b), dismissing the Adversary Proceeding with prejudice, (ii) pursuant to Fed.R.Civ.P. 60 and Fed.R.Bankr.P. 9024, vacating prior orders establishing procedures for certain adversary proceedings, including those commenced by Delphi under 11 U.S.C. §§ 541, 544, 545, 547, 548, or 553, and that extended the time to serve process for such adversary proceedings, or in the alternative, (iii) dismissing the Adversary Proceeding with prejudice on the ground of judicial estoppel, and (iv) for such other and further relief as the Court deems appropriate.

[SIGNATURE PAGE TO FOLLOW]

Dated: July 2, 2010
New York, New York

Respectfully submitted,

HOWICK, WESTFALL, McBRYAN &
KAPLAN, LLP

By: /s/ Louis G. McBryan
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